

CHAPMAN AND CUTLER LLP

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RECORDATION NO.

26433-A FILED

JUN 30 '06 12-28 PM

June 30, 2006 SURFACE TRANSPORTATION BOARD

San Francisco  
595 Market Street  
San Francisco, CA 94105  
(415) 541-0500

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: Holcim (US) Inc.  
Leveraged Lease Financing  
(RBSAF/Holcim Trust 2006A LLT)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Memorandum of Lease Supplement No. 1 (RBSAF/Holcim Trust 2006A LLT), dated as of June 30, 2006, between RBSAF/Holcim Trust 2006A LLT, acting through Wells Fargo Bank, N.A., not in its individual capacity but solely as lessor (the "Lessor"), and Holcim (US) Inc., as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	Holcim (US) Inc. 201 Jones Road Waltham, Massachusetts 02451
Lessor:	RBSAF/Holcim Trust 2006A LLT c/o Wells Fargo Bank, N.A. 213 Court Street, Suite 703 Middletown, Connecticut 06457 Attention: Corporate Trust Services (RBSAF/Holcim Trust 2006A LLT)

Law Offices of  
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 50 Covered Hopper Railcar, 3281 cf, 286 GRL, bearing the reporting marks GNAX 8102, 8104, 8135, 8136, 8142, 8143, 8145, 8146, 8149 through 8155, inclusive, 8157 through 8162, inclusive, 8166 through 8174, inclusive, 8176 through 8180, inclusive, 8183, 8186, 8187, 8189, 8191, 8192, 8215 through 8218, inclusive, 8220, 8223, 8226, 8233 and 8236, inclusive, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (RBSAF/Holcim Trust 2006A LLT).

A fee of thirty-three dollars (\$33.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2965).

Sincerely,

CHAPMAN AND CUTLER LLP

By Willie F. Lewis, Jr. (meg)  
Willie F. Lewis, Jr.

WFL/meg  
Enclosures

**EXHIBIT A**

EQUIPMENT	QUANTITY	ROAD NUMBERS
Covered Hopper Railcar, 3281 cf, 286 GRL	50	GNAX 8102, 8104, 8135, 8136, 8142, 8143, 8145, 8146, 8149, 8150, 8151, 8152, 8153, 8154, 8155, 8157, 8158, 8159, 8160, 8161, 8162, 8166, 8167, 8168, 8169, 8170, 8171, 8172, 8173, 8174, 8176, 8177, 8178, 8179, 8180, 8183, 8186, 8187, 8189, 8191, 8192, 8215, 8216, 8217, 8218, 8220, 8223, 8226, 8233, 8236.

MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(RBSAF/HOLCIM TRUST 2006A LLT)

JUN 30 '06

12-28 PM

## SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1, made and entered into as of June 30, 2006, by and between RBSAF/Holcim Trust 2006A LLT, acting through Wells Fargo Bank, N.A., not in its individual capacity, but solely as Owner Trustee of RBSAF/Holcim Trust 2006A LLT, as Lessor ("*Lessor*") and Holcim (US) Inc., a Delaware corporation, as Lessee ("*Lessee*").

## WITNESSETH:

1. Lessor and Lessee have entered into that certain Equipment Lease Agreement, dated as of June 1, 2006 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease.

2. Memorandum of said Lease Agreement is are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

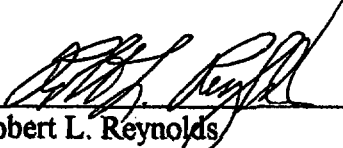
3. The undersigned have entered into that certain Lease Supplement No. 1 (RBSAF/Holcim Trust 2006A LLT), dated June 30, 2006, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

RBSAF/HOLCIM TRUST 2006A LLT, acting  
through Wells Fargo Bank, N.A., not in its  
individual capacity, but solely as Owner  
Trustee of RBSAF/Holcim Trust 2006A LLT

By

  
Name: Robert L. Reynolds

Title: Vice President

Executed on this 28th day of June, 2006.

HOLCIM (US) INC.

By

Name:

Title:

Executed on this \_\_\_\_ day of June, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

RBSAF/HOLCIM TRUST 2006A LLT, acting  
through Wells Fargo Bank, N.A., not in its  
individual capacity, but solely as Owner  
Trustee of RBSAF/Holcim Trust 2006A LLT

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2006.

HOLCIM (US) INC.


By *Looman Stingo*  
Name: LOOMAN STINGO  
Title: SR VP LOGISTICS

Executed on this 28 day of June, 2006.

STATE OF Connecticut )  
 ) SS.:  
COUNTY OF MIDDLESEX )

On this, the 28th day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared Robert L. Reynolds, who being by me duly sworn, says that (s)he is the Vice President of RBSAF/HOLCIM TRUST 2006A LLT, that said instrument was signed on June 28, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: William Kotkosky  
Notary Public  
My Commission Expires: Feb. 28, 2007  
Residing in Connecticut

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of HOLCIM (US) INC., that said instrument was signed on June \_\_, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of RBSAF/HOLCIM TRUST 2006A LLT, that said instrument was signed on June \_\_, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF MICHIGAN )  
 ) SS.:  
COUNTY OF MONROE )

On this, the 28th day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared Looman Strigo, who being by me duly sworn, says that (s)he is the Sr VP Logistics of HOLCIM (US) INC., that said instrument was signed on June \_\_, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Anita Reiter  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires: 5-9-2012  
Residing in Monroe County MI

ANITA LOUISE LEITER  
Notary Public, State of Michigan  
County of Monroe  
My Commission Expires May 9, 2012  
Acting in the County of Monroe





## EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
Covered Hopper Railcar, 3281 cf, 286 GRL	50	GNAX 8102, 8104, 8135, 8136, 8142, 8143, 8145, 8146, 8149, 8150, 8151, 8152, 8153, 8154, 8155, 8157, 8158, 8159, 8160, 8161, 8162, 8166, 8167, 8168, 8169, 8170, 8171, 8172, 8173, 8174, 8176, 8177, 8178, 8179, 8180, 8183, 8186, 8187, 8189, 8191, 8192, 8215, 8216, 8217, 8218, 8220, 8223, 8226, 8233, 8236.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/30/06



\_\_\_\_\_  
Robert W. Alvord